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FLORIDA/FOREIGN LIMITED LIABILITY CO.

delgado brothers holdings, llc

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**ARTICLES OF ORGANIZATION FOR
DELGADO BROTHERS HOLDINGS, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name

The name of the Limited Liability Company is:

DELGADO BROTHERS HOLDINGS, LLC

ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company in the State of Florida is 6450 W 21 CT, Suite 301, Hialeah, FL. 33016. The Board of Managers may from time to time move the principal office to another address in Florida.

ARTICLE III - Duration

This Limited Liability Company is to exist perpetually. The remaining members may vote to continue the Limited Liability Company's business without regard to the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

ARTICLE IV - Management

The Limited Liability Company initially is to be managed by either a Managing Member or a Board of Managers in accordance with the Operating Agreement and the name and address of the initial Board of Managers is:

Name

Address

Oscar J. Delgado

6450 West 21 Ct. Suite 301
Hialeah, Florida 33016

Jose M. Delgado

6450 West 21 Ct. Suite 301
Hialeah, Florida 33016

In addition to all other powers and purposes conferred by law, this company shall exist for the purpose of managing life insurance policies and the investment features thereof, to insure the continuous operation and continuity of other corporations and mutual member businesses, to provide for the accumulation of wealth and insure the retirement of its members.

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ARTICLE V - Membership

Initially, the Limited Liability Company shall have two members. The name and address is:

Name

Address

Oscar J. Delgado

6450 West 21 Ct. Suite 301
Hialeah, Florida 33016

Jose M. Delgado

6450 West 21 Ct. Suite 301
Hialeah, Florida 33016

All memberships shall be payable in cash, notes or other property at a valuation to be fixed by the Board of Managers, which may or may not be the same for each member, at a meeting called for that purpose. Property may be purchased or paid for with memberships at a just valuation to be fixed by the Board of Managers. The members by unanimous vote may sell further memberships as they deem necessary at a price to be determined in their discretion. Any new membership interests shall reduce the existing percentages pro-rata. However, whenever new membership interests are sold the existing members shall have preemptive rights. Membership interests may be allocated by the Members as they see fit and not necessarily in proportion to contributions. The Company shall not be required to give periodic payments, earnings or other dividends to its members.

ARTICLE VI - Admission of Additional Members

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be set forth in the Regulations adopted by the members.

ARTICLE VII - Members Rights to Continue Business

The right, if given, of the remaining members of the Limited Liability Company to continue the business (on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company) shall be set forth in the Regulations adopted by the members.

ARTICLE VIII - Initial and Authorized Capital

The amount of capital with which this Limited Liability Company will begin business is not less than \$100.00 to be contributed as set out in Article V. The authorized capital shall be \$10,000,000.00, but may be increased by amending these articles as provided in Article IX.

ARTICLE IX - Amendment

These Articles of Organization may be amended in the manner provided by law. Every amendment shall be approved at a members' meeting by a unanimous vote of the membership entitled to vote thereon, unless all the managers and all the members sign a written statement manifesting their intention that a certain amendment of these Articles of Organization be made.

ARTICLE X - Registered Office and Registered Agent

That Derigado Brothers Holdings, L.L.C., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at the County of Miami-Dade, State of Florida, hereby designates Oscar J. Delgado as its Registered Agent, to accept services within the State. The street address of the registered office of the Limited Liability Company shall be 6450 West 21 Ct. Suite 301, Hialeah, Florida 33016

IN WITNESS WHEREOF, the hand and seal of the members in Miami-Dade County,
State of Florida, this 7 day of July, 2006.

Delgado Brothers Holdings, LLC

By: 

Oscar J. Delgado

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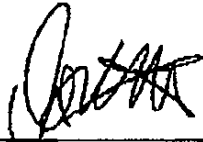
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Delgado Brothers Holdings, L.L.C., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the County of Miami-Dade, State of Florida, has named Oscar J. Delgado, as its Agent to accept service of process within Florida.

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Oscar J. Delgado
Registered Agent

Date

JUL 7, 2006

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